

PARK NATIONAL CORP /OH/
Form 5
February 12, 2016

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
ONEILL ROBERT E

2. Issuer Name and Ticker or Trading Symbol
PARK NATIONAL CORP /OH/ [PRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

50 N. THIRD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEWARK, OH 43055

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Shares ⁽¹⁾ | Â | Â | Â | Â | Â | Â | 3,910.0357 ⁽¹⁾ | I | Through DRIP ⁽¹⁾ |
| Common Shares ⁽²⁾ | Â | Â | Â | Â | Â | Â | 2,930 ⁽²⁾ | D ⁽²⁾ | Â |
| Common Shares | Â | Â | Â | Â | Â | Â | 500 | I | Alexa Robinson-O'Neill (spouse) Managing Agency Account |

| | | | | | | | | | |
|------------------------------|---|---|---|---|---|---|-----------------------|---|--|
| Common Shares ⁽³⁾ | ^ | ^ | ^ | ^ | ^ | ^ | 21,458 ⁽³⁾ | I | By John J. O'Neill Investment Trust ⁽³⁾ |
| Common Shares ⁽⁴⁾ | ^ | ^ | ^ | ^ | ^ | ^ | 24,748 ⁽⁴⁾ | I | By John J. O'Neill Living Trust ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D B O E I S F I (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ONEILL ROBERT E 50 N. THIRD STREET NEWARK, OH 43055 | ^ X | ^ | ^ | ^ |

Signatures

/s/ Robert E. O'Neill by Brady T. Burt,
POA 02/12/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reflects the aggregate number of 268.4095 common shares of Park National Corporation (the "Issuer") held in the reporting person's account under the Park National Corporation Dividend Reinvestment Plan (the "DRIP"), which were acquired during the fiscal year ended December 31, 2015.

(2)

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On April 30, 2015, 500 common shares were transferred to the reporting person's Direct (D) account from the Robert E. O'Neill Managing Agency account, but the Form 4 filed on May 7, 2015 reflected these common shares "Through DRIP" in error. The 500 common shares are held directly but dividends thereon are subject to the Dividend Reinvestment Plan (the "DRIP"). With the filing of this Form 5, the reporting person's holdings have been updated to accurately reflect how the common shares are actually held.

The reporting person became a successor co-trustee of the John J. O'Neill Investment Trust (the "JJO Investment Trust") upon the death of his father on November 16, 2014. Members of his immediate family are among the beneficiaries of the JJO Investment Trust. The

- (3) reporting person disclaims beneficial ownership of the Park National Corporation common shares held by the JJO Investment Trust except to the extent of his pecuniary interest therein, if any. The number of common shares reported reflects the number of common shares held by the JJO Investment Trust on December 31, 2015.

The reporting person became a successor co-trustee of the John J. O'Neill Living Trust (the "JJO Living Trust") upon the death of his father on November 16, 2014. The reporting person and members of his immediate family are among the beneficiaries of the JJO Living

- (4) Trust. The reporting person disclaims beneficial ownership of the Park National Corporation common shares held by the JJO Living Trust except to the extent of his pecuniary interest therein, if any. The number of common shares reported reflects the number of common shares held by the JJO Living Trust on December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.